

0100889018

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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LICEN  
OF COUNSEL  
URBAN A. LESTER

December 13, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

19111-XXX-XXX  
1995 PM # 222

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Twenty-Second Amendment to Security Agreement-Trust Deed, dated as of December 13, 1995, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of December 13, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Twenty-Second Amendment

Debtor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)  
Capital Corporation  
135 East 57th Street  
New York, New York 10022-2101

A description of the railroad equipment being DELETED from the Security Agreement is: 309 railcars set forth in Annex A attached to the Twenty-Second Amendment, with the Leases related thereto set forth in Annex B attached to the Twenty-Second Amendment.

Mr. Vernon A. Williams  
December 13, 1995  
Page 2

With respect to the 309 railcars being DELETED from the Security Agreement,  
the parties are as follows:

Bill of Sale

Transferee: ACF Industries, Incorporated  
620 North Second Street  
St. Louis, Missouri 63301

Transferor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

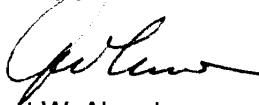
Assignee: ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Assignor: AKF Corp.  
Bank of America Plaza  
300 South 4th Street, Suite 1100  
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the  
Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/13/95

Officer Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/13/95 at 3:10PM , and assigned recordation number(s). 19111-XXX, 19111-YYY and 19111-ZZZ.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100889018)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

[EXECUTION COPY]

1995-XXX  
1995 PM

TWENTY-SECOND AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED,

dated as of December 13, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

TWENTY-SECOND AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED

THIS TWENTY-SECOND AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of December 13, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date hereof, Annex A to the Security Agreement is hereby amended by the deletion of the Cars listed on Annex A hereto. Each reference to Annex A in the Security

Agreement shall be deemed to refer to such Annex as amended by Annex A hereto.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended by the deletion of the Equipment Leases listed on Annex B hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B hereto.

### ARTICLE III

#### REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

### ARTICLE IV

#### REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

- (a) contravene the Debtor's certificate of incorporation or by-laws; or
- (b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or

other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

AKF CORP

By   
Name:  
Title:

State of New York )  
County of New York ) ss:  
                      )

On this 11<sup>th</sup> day of December, 1995, before me personally came ~~Ron J. Mard~~ to me known, who being by me duly sworn, did depose and say that he resides at ~~Levittown, N.Y.~~, that he is the ~~President~~ of AKF Corp., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.

  
Notary Public

ALICE BLUMBERG  
Notary Public, State of New York  
No. 01BL5026266  
Qualified in New York County  
Commission Expires April 18, 1996

IN WITNESS WHEREOF, the parties hereto have caused this  
Amendment to be executed by their respective officers thereunto  
duly authorized.

INTERNATIONALE NEDERLANDEN  
(U.S.) CAPITAL CORPORATION

By Robert Novick  
Name: ROBERT NOVICK  
Title: VICE PRESIDENT

STATE OF NEW YORK )  
                       ) ss:  
COUNTY OF NEW YORK )

On this 8<sup>th</sup> day of December, 1995, before me personally  
came Robert Novick, to me known, who being by me duly sworn, did  
depose and say that he resides at Mamaroneck,  
New York, that he is VICE PRESIDENT of Internationale  
Nederlanden (U.S.) Capital Corporation, the corporation described  
in and which executed the foregoing instrument, and that he  
signed his name thereto on the date hereof by order of the board  
of directors of said corporation.

Keith D. Arnold  
Notary Public

KEITH D. ARNOLD  
Notary Public, State of New York  
No. 01AR5050761  
Qualified in New York County  
Commission Expires Oct. 16, 1997

## ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	27278	ACFX	40640	ACFX	40728
ACFX	27338	ACFX	40641	ACFX	40729
ACFX	27349	ACFX	40642	ACFX	40730
ACFX	27355	ACFX	40643	ACFX	40731
ACFX	27358	ACFX	40644	ACFX	40732
ACFX	27360	ACFX	40645	ACFX	40733
ACFX	27366	ACFX	40646	ACFX	40734
ACFX	27368	ACFX	40647	ACFX	40735
ACFX	27370	ACFX	40648	ACFX	40736
ACFX	27371	ACFX	40649	ACFX	40737
ACFX	27374	ACFX	40650	ACFX	40738
ACFX	27375	ACFX	40651	ACFX	40739
ACFX	27383	ACFX	40652	ACFX	40740
ACFX	36022	ACFX	40653	ACFX	40741
ACFX	36128	ACFX	40654	ACFX	40742
ACFX	36135	ACFX	40655	ACFX	40743
ACFX	36140	ACFX	40656	ACFX	40744
ACFX	38933	ACFX	40657	ACFX	40745
ACFX	39744	ACFX	40658	ACFX	40746
ACFX	39745	ACFX	40659	ACFX	40747
ACFX	39746	ACFX	40660	ACFX	40748
ACFX	39750	ACFX	40661	ACFX	40749
ACFX	39751	ACFX	40662	ACFX	40750
ACFX	39756	ACFX	40701	ACFX	40752
ACFX	39757	ACFX	40702	ACFX	40753
ACFX	39758	ACFX	40703	ACFX	40754
ACFX	39759	ACFX	40704	ACFX	40755
ACFX	39760	ACFX	40705	ACFX	40757
ACFX	39761	ACFX	40706	ACFX	40758
ACFX	39762	ACFX	40707	ACFX	40759
ACFX	39763	ACFX	40708	ACFX	40760
ACFX	39764	ACFX	40709	ACFX	40761
ACFX	39765	ACFX	40710	ACFX	40762
ACFX	39766	ACFX	40711	ACFX	40763
ACFX	39767	ACFX	40712	ACFX	40764
ACFX	39768	ACFX	40713	ACFX	40765
ACFX	39769	ACFX	40714	ACFX	40766
ACFX	39771	ACFX	40715	ACFX	40767
ACFX	39772	ACFX	40716	ACFX	40768
ACFX	39773	ACFX	40717	ACFX	40769
ACFX	39774	ACFX	40718	ACFX	40770
ACFX	39776	ACFX	40719	ACFX	40771
ACFX	39777	ACFX	40720	ACFX	40773
ACFX	40633	ACFX	40721	ACFX	40775
ACFX	40634	ACFX	40722	ACFX	40776
ACFX	40635	ACFX	40723	ACFX	40778
ACFX	40636	ACFX	40724	ACFX	40779
ACFX	40637	ACFX	40725	ACFX	40781
ACFX	40638	ACFX	40726	ACFX	40782
ACFX	40639	ACFX	40727	ACFX	40783

## ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	40784	ACFX	51361	ACFX	71654
ACFX	40785	ACFX	51362	ACFX	71655
ACFX	40786	ACFX	51385	ACFX	71656
ACFX	40787	ACFX	51386	ACFX	71657
ACFX	40788	ACFX	51387	ACFX	71658
ACFX	40789	ACFX	51388	ACFX	71659
ACFX	40790	ACFX	51389	ACFX	71660
ACFX	40791	ACFX	51390	ACFX	71661
ACFX	40792	ACFX	51391	ACFX	71662
ACFX	40793	ACFX	64536	ACFX	71663
ACFX	40794	ACFX	64537	ACFX	71664
ACFX	40795	ACFX	64538	ACFX	71665
ACFX	40796	ACFX	64539	ACFX	71666
ACFX	40797	ACFX	64540	ACFX	71667
ACFX	40798	ACFX	64813	ACFX	71668
ACFX	40799	ACFX	64817	ACFX	71669
ACFX	40800	ACFX	64822	ACFX	71817
ACFX	40801	ACFX	64830	ACFX	71820
ACFX	40802	ACFX	64842	ACFX	71822
ACFX	40803	ACFX	64845	ACFX	71826
ACFX	40804	ACFX	64862	ACFX	72512
ACFX	40805	ACFX	64868	ACFX	72513
ACFX	40806	ACFX	64870	ACFX	75100
ACFX	40807	ACFX	64880	ACFX	75103
ACFX	40808	ACFX	64883	ACFX	75139
ACFX	40809	ACFX	64887	ACFX	75141
ACFX	40810	ACFX	64888	ACFX	75142
ACFX	40811	ACFX	64897	ACFX	75143
ACFX	40820	ACFX	65281	ACFX	75144
ACFX	40823	ACFX	65284	ACFX	75145
ACFX	40825	ACFX	65285	ACFX	75147
ACFX	40830	ACFX	65286	ACFX	75148
ACFX	40834	ACFX	65287	ACFX	75149
ACFX	40836	ACFX	65290	ACFX	75150
ACFX	40850	ACFX	65293	ACFX	75151
ACFX	51302	ACFX	65295	ACFX	75152
ACFX	51303	ACFX	65296	ACFX	75153
ACFX	51304	ACFX	71233	ACFX	75154
ACFX	51305	ACFX	71328	ACFX	75155
ACFX	51339	ACFX	71329	ACFX	75156
ACFX	51340	ACFX	71330	ACFX	75157
ACFX	51341	ACFX	71331	ACFX	75158
ACFX	51353	ACFX	71478	ACFX	75159
ACFX	51354	ACFX	71479	ACFX	75160
ACFX	51355	ACFX	71480	ACFX	75161
ACFX	51356	ACFX	71481	ACFX	75162
ACFX	51357	ACFX	71650	ACFX	75163
ACFX	51358	ACFX	71651	ACFX	75164
ACFX	51359	ACFX	71652	ACFX	75165
ACFX	51360	ACFX	71653	ACFX	75166

## ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	75167				
ACFX	75168				
ACFX	75169				
ACFX	75170				
ACFX	75171				
ACFX	75172				
ACFX	77357				
ACFX	79956				
ACFX	99631				

309 Cars

**10 ALLIED-SIGNAL, INC.**  
**18 FINA OIL AND CHEMICAL COMPAGNIE**

**ANNEX B**

LESSEE CODE	LESSEE	CONTRACT/RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
62110165	10 ALLIED-SIGNAL, INC.	ACFX	65281	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65284	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65285	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65286	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65287	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65290	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65293	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65295	H	1988	03/01/93	02/29/96	02/29/96	
62110165		ACFX	65296	H	1988	03/01/93	02/29/96	02/29/96	
62110174		ACFX	36135	H	1981	07/01/94	06/30/99	06/30/99	
62110174		ACFX	36140	H	1981	07/01/94	06/30/99	06/30/99	
62110176		ACFX	36128	H	1981	04/01/95	03/31/2000	12	
58570014		ACFX	40701	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40702	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40703	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40704	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40705	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40706	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40707	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40708	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40709	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40710	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40711	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40712	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40713	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40714	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40715	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40716	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40717	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40718	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40719	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40720	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40721	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40722	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40723	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40724	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40725	H	1986	03/01/93	09/30/96	09/30/96	
58570014		ACFX	40726	H	1986	03/01/93	09/30/96	09/30/96	

## ANNEX B

LESSEE CODE	LESSEE	CONTRACT / RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
58570014	ACFX	40727	H	1986	03/01/93	09/30/96	09/30/96	09/30/96	
58570014	ACFX	40728	H	1986	03/01/93	09/30/96	09/30/96	09/30/96	
58570014	ACFX	40729	H	1986	03/01/93	09/30/96	09/30/96	09/30/96	
58570014	ACFX	40730	H	1986	03/01/93	09/30/96	09/30/96	09/30/96	
18 FINA OIL AND CHEMICAL COMPANIES INC.									30
45 E.C.C.I.	56190007	ACFX	51339	H	1986	06/01/92	05/31/97	05/31/97	
	56190007	ACFX	51340	H	1986	06/01/92	05/31/97	05/31/97	
	56190007	ACFX	51341	H	1986	06/01/92	05/31/97	05/31/97	
73 ICI CANADA, INC.	52920019	ACFX	71817	T	1987	00/00/00	00/00/00	00/00/00	
	52920019	ACFX	71820	T	1987	00/00/00	00/00/00	00/00/00	
	52920019	ACFX	71822	T	1987	00/00/00	00/00/00	00/00/00	
	52920019	ACFX	71826	T	1987	00/00/00	00/00/00	00/00/00	
73 ICI CANADA, INC									3
86 APPLETON PAPER INC	5967	ACFX	51360	H	1986	05/01/94	04/30/99	04/30/99	
	5967	ACFX	51361	H	1986	05/01/94	04/30/99	04/30/99	
	5967	ACFX	51362	H	1986	05/01/94	04/30/99	04/30/99	
86 APPLETON PAPER INC									4
154 DOW CHEMICAL COMPANY THE	15220074	ACFX	39744	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39745	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39746	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39750	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39751	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39756	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39757	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39758	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39759	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39760	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39761	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39762	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39763	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39764	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39765	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39766	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39767	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39768	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39769	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39771	H	1986	01/01/87	12/31/96	12/31/96	
	15220074	ACFX	39772	H	1986	01/01/87	12/31/96	12/31/96	

## ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
15220074	15220074	ACFX	39773	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	39774	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	39776	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	39777	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	64536	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	64537	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	64538	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	64539	H	1986	01/01/87	12/31/96		
15220074	15220074	ACFX	64540	H	1986	01/01/87	12/31/96		
154 DOW CHEMICAL COMPANY THE 193 CELTRAN, INCORPORATED	711730036 711730036 711730036	ACFX ACFX ACFX	64822 64830 64862	H H H	1987 1987 1988	12/01/93 12/01/93 12/01/93	11/30/98 11/30/98 11/30/98		30
193 CELTRAN, INCORPORATED 211 AKZO NOBEL CHEMICALS INC.	45100042 45100042 45100042 45100042	ACFX ACFX ACFX ACFX	51302 51303 51304 51305	H H H H	1986 1986 1986 1986	10/01/91 10/01/91 10/01/91 10/01/91	09/30/96 09/30/96 09/30/96 09/30/96		3
211 AKZO NOBEL CHEMICALS INC. 222 GEORGIA GULF CORPORATION 222 GEORGIA GULF CORPORATION 225 GEON COMPANY, THE 225 GEON COMPANY, THE 265 CSX TRANSPORTATION INC	1984 35250026 46930003 46930003 46930003 46930003 46930003 46930003 6295	ACFX ACFX ACFX ACFX ACFX ACFX ACFX ACFX	99631 36022 51353 51354 51355 51356 51357 51358 51359	H H H H H H H H	1980 1980 1986 1986 1986 1986 1986 1986	09/01/90 00/00/00 12/01/93 12/01/93 12/01/93 12/01/93 12/01/93 12/01/93	08/31/95 00/00/00 11/30/98 11/30/98 11/30/98 11/30/98 11/30/98 00/00/00		4
293 JONES HAMILTON CO 293 JONES HAMILTON CO 334 MONTELL USA INC. 334 MONTELL USA INC. 389 WESTLAKE POLYMERS CORPORATI 389 WESTLAKE POLYMERS CORPORATI 397 MISSISSIPPI LIME COMPANY 397 MISSISSIPPI LIME COMPANY	48740009 58310001 5997	ACFX ACFX ACFX	64813 38933 27278	H H H	1987 1985 1981	09/01/92 01/01/93 05/01/94	08/31/97 01/31/97 04/30/99		7 1 1 1 1 1

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LESSEE CODE	LESSEE NAME	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	438 PENFORD PRODUCTS CO.	4180	ACFX	51385	H	1986	12/01/91	11/30/96	
		4180	ACFX	51386	H	1986	12/01/91	11/30/96	
		4180	ACFX	51387	H	1986	12/01/91	11/30/96	
		4180	ACFX	51388	H	1986	12/01/91	11/30/96	
		4180	ACFX	51389	H	1986	12/01/91	11/30/96	
		4180	ACFX	51390	H	1986	12/01/91	11/30/96	
		4180	ACFX	51391	H	1986	12/01/91	11/30/96	
									7
	438 PENFORD PRODUCTS CO. 455 PHILLIPS PETROLEUM COMPANY	6011	ACFX	64817	H	1987	07/01/94	06/30/99	
		6011	ACFX	64842	H	1988	07/01/94	06/30/99	
		6011	ACFX	64845	H	1988	07/01/94	06/30/99	
		6011	ACFX	64868	H	1988	07/01/94	06/30/99	
		6011	ACFX	64870	H	1988	07/01/94	06/30/99	
		6011	ACFX	64880	H	1988	07/01/94	06/30/99	
		6011	ACFX	64888	H	1988	07/01/94	06/30/99	
									7
	455 PHILLIPS PETROLEUM COMPANY 485 REXENE COMPANY	50570012	ACFX	40752	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40753	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40754	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40757	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40758	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40759	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40760	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40761	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40762	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40763	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40764	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40766	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40767	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40768	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40769	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40770	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40771	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40773	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40775	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40776	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40778	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40779	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40782	H	1986	11/01/91	10/31/96	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
50570012	ACFX	40783	H	1986	1/10/91	10/31/96			
50570012	ACFX	40784	H	1986	1/10/91	10/31/96			
50570012	ACFX	40785	H	1986	1/10/91	10/31/96			
50570012	ACFX	40786	H	1986	1/10/91	10/31/96			
50570012	ACFX	40788	H	1986	1/10/91	10/31/96			
50570012	ACFX	40790	H	1986	1/10/91	10/31/96			
50570012	ACFX	40791	H	1986	1/10/91	10/31/96			
50570012	ACFX	40792	H	1986	1/10/91	10/31/96			
50570012	ACFX	40793	H	1986	1/10/91	10/31/96			
50570012	ACFX	40794	H	1986	1/10/91	10/31/96			
50570012	ACFX	40795	H	1986	1/10/91	10/31/96			
50570012	ACFX	40796	H	1986	1/10/91	10/31/96			
50570012	ACFX	40798	H	1986	1/10/91	10/31/96			
50570012	ACFX	40799	H	1986	1/10/91	10/31/96			
50570012	ACFX	40800	H	1986	1/10/91	10/31/96			
50570012	ACFX	40801	H	1986	1/10/91	10/31/96			
50570012	ACFX	40802	H	1986	1/10/91	10/31/96			
50570012	ACFX	40803	H	1986	1/10/91	10/31/96			
50570012	ACFX	40805	H	1986	1/10/91	10/31/96			
50570012	ACFX	40806	H	1986	1/10/91	10/31/96			
50570012	ACFX	40807	H	1986	1/10/91	10/31/96			
50570012	ACFX	40808	H	1986	1/10/91	10/31/96			
50570012	ACFX	40809	H	1986	1/10/91	10/31/96			
50570012	ACFX	40810	H	1986	1/10/91	10/31/96			
50570012	ACFX	40811	H	1986	1/10/91	10/31/96			
50570026	ACFX	40755	H	1986	0/10/94	05/31/99			
50570026	ACFX	40765	H	1986	0/10/94	05/31/99			
50570026	ACFX	64883	H	1988	0/10/94	05/31/99			
50570026	ACFX	64887	H	1988	0/10/94	05/31/99			
50570026	ACFX	64897	H	1988	0/10/94	05/31/99			
485 REXENE COMPANY							53		
514 SHELL OIL COMPANY									
33040095	ACFX	71650	T	1986	0/10/95	12/31/99			
33040095	ACFX	71651	T	1986	0/10/95	12/31/99			
33040095	ACFX	71652	T	1986	0/10/95	12/31/99			
33040095	ACFX	71653	T	1986	0/10/95	12/31/99			
33040095	ACFX	71654	T	1986	0/10/95	12/31/99			
33040095	ACFX	71655	T	1986	0/10/95	12/31/99			
33040095	ACFX	71656	T	1986	0/10/95	12/31/99			
33040095	ACFX	71657	T	1986	0/10/95	12/31/99			

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	CAR TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	LEASE # OF CARS
		33040095	ACFX	71658	T	1986	01/01/95	12/31/99	
		33040095	ACFX	71659	T	1986	01/01/95	12/31/99	
		33040096	ACFX	71660	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71661	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71662	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71663	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71664	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71665	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71666	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71667	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71668	T	1986	12/01/94	11/30/99	
		33040096	ACFX	71669	T	1986	12/01/94	11/30/99	
514 SHELL OIL COMPANY									20
572 ARISTECH CHEMICAL CORPORATION		27530107	ACFX	71328	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71329	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71330	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71331	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71478	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71479	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71480	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71481	T	1986	09/01/91	08/31/96	
572 ARISTECH CHEMICAL CORPORATION									8
586 THIELE KAOLIN COMPANY		2454	ACFX	75148	T	1981	03/01/94	02/28/99	
		2454	ACFX	75149	T	1981	03/01/94	02/28/99	
		2454	ACFX	75150	T	1981	03/01/94	02/28/99	
		2454	ACFX	75151	T	1981	03/01/94	02/28/99	
		2454	ACFX	75152	T	1981	03/01/94	02/28/99	
		2454	ACFX	75153	T	1981	03/01/94	02/28/99	
		2454	ACFX	75154	T	1981	03/01/94	02/28/99	
		2454	ACFX	75155	T	1981	03/01/94	02/28/99	
		2454	ACFX	75156	T	1981	03/01/94	02/28/99	
		2454	ACFX	75157	T	1981	03/01/94	02/28/99	
		2454	ACFX	75158	T	1981	03/01/94	02/28/99	
		2454	ACFX	75159	T	1981	03/01/94	02/28/99	
		2454	ACFX	75160	T	1981	03/01/94	02/28/99	
		2454	ACFX	75161	T	1981	03/01/94	02/28/99	
		2454	ACFX	75162	T	1981	03/01/94	02/28/99	
		2454	ACFX	75163	T	1981	03/01/94	02/28/99	
		2454	ACFX	75164	T	1981	03/01/94	02/28/99	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		2454	ACFX	75165	T	1981	03/01/94	02/28/99	
		2454	ACFX	75166	T	1981	03/01/94	02/28/99	
		2454	ACFX	75167	T	1981	03/01/94	02/28/99	
		2454	ACFX	75168	T	1981	03/01/94	02/28/99	
		2454	ACFX	75169	T	1981	03/01/94	02/28/99	
		2454	ACFX	75170	T	1981	03/01/94	02/28/99	
		2454	ACFX	75171	T	1981	03/01/94	02/28/99	
		2454	ACFX	75172	T	1981	03/01/94	02/28/99	
<b>586 THIELE KAOLIN COMPANY</b>									
<b>601 QUANTUM CHEMICAL CORPORATION</b>									
3957		ACFX	40633		H	1986	07/01/91	06/30/96	
3957		ACFX	40634		H	1986	07/01/91	06/30/96	
3957		ACFX	40635		H	1986	07/01/91	06/30/96	
3957		ACFX	40636		H	1986	07/01/91	06/30/96	
3957		ACFX	40637		H	1986	07/01/91	06/30/96	
3957		ACFX	40638		H	1986	07/01/91	06/30/96	
3957		ACFX	40639		H	1986	07/01/91	06/30/96	
3957		ACFX	40640		H	1986	07/01/91	06/30/96	
3957		ACFX	40641		H	1986	07/01/91	06/30/96	
3957		ACFX	40642		H	1986	07/01/91	06/30/96	
3957		ACFX	40643		H	1986	07/01/91	06/30/96	
3957		ACFX	40644		H	1986	07/01/91	06/30/96	
3957		ACFX	40645		H	1986	07/01/91	06/30/96	
3957		ACFX	40646		H	1986	07/01/91	06/30/96	
3957		ACFX	40647		H	1986	07/01/91	06/30/96	
3957		ACFX	40648		H	1986	07/01/91	06/30/96	
3957		ACFX	40649		H	1986	07/01/91	06/30/96	
3957		ACFX	40650		H	1986	07/01/91	06/30/96	
3957		ACFX	40651		H	1986	07/01/91	06/30/96	
3957		ACFX	40652		H	1986	07/01/91	06/30/96	
3957		ACFX	40653		H	1986	07/01/91	06/30/96	
3957		ACFX	40654		H	1986	07/01/91	06/30/96	
3957		ACFX	40655		H	1986	07/01/91	06/30/96	
3957		ACFX	40656		H	1986	07/01/91	06/30/96	
3957		ACFX	40657		H	1986	07/01/91	06/30/96	
3957		ACFX	40658		H	1986	07/01/91	06/30/96	
3957		ACFX	40659		H	1986	07/01/91	06/30/96	
3957		ACFX	40660		H	1986	07/01/91	06/30/96	
3957		ACFX	40661		H	1986	07/01/91	06/30/96	
3957		ACFX	40662		H	1986	07/01/91	06/30/96	

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LESSEE CODE	LESSEE	CONTRACT/ RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	601 QUANTUM CHEMICAL CORPORATION	RIDER						
1030 WORLD MINERALS INC.		5652	ACFX	40731	H	1986	12/01/91	11/30/96
		5652	ACFX	40732	H	1986	12/01/91	11/30/96
		5652	ACFX	40733	H	1986	12/01/91	11/30/96
		5652	ACFX	40734	H	1986	12/01/91	11/30/96
		5652	ACFX	40735	H	1986	12/01/91	11/30/96
		5652	ACFX	40736	H	1986	12/01/91	11/30/96
		5652	ACFX	40737	H	1986	12/01/91	11/30/96
		5652	ACFX	40738	H	1986	12/01/91	11/30/96
		5652	ACFX	40739	H	1986	12/01/91	11/30/96
		5652	ACFX	40740	H	1986	12/01/91	11/30/96
		5652	ACFX	40741	H	1986	12/01/91	11/30/96
		5652	ACFX	40742	H	1986	12/01/91	11/30/96
		5652	ACFX	40743	H	1986	12/01/91	11/30/96
		5652	ACFX	40744	H	1986	12/01/91	11/30/96
		5652	ACFX	40745	H	1986	12/01/91	11/30/96
		5652	ACFX	40746	H	1986	12/01/91	11/30/96
		5652	ACFX	40747	H	1986	12/01/91	11/30/96
		5652	ACFX	40748	H	1986	12/01/91	11/30/96
		5652	ACFX	40749	H	1986	12/01/91	11/30/96
		5652	ACFX	40750	H	1986	12/01/91	11/30/96
1030 WORLD MINERALS INC.		5661	ACFX	71233	T	1985	02/01/95	01/31/98
1032 NATIONAL SILICATES LTD.		08010028	ACFX	72512	T	1987	04/01/94	01/31/98
1047 BUSH BOAKE ALLEN ,INC.		08010028	ACFX	72513	T	1987	04/01/94	01/31/98
1237 ALBEMARLE CORPORATION		6399	ACFX	77357	T	1987	00/00/00	00/00/00
1237 ALBEMARLE CORPORATION		53470027	ACFX	40781	H	1986	05/01/93	04/30/98
1351 LYONDELL POLYMERS		53470027	ACFX	40787	H	1986	05/01/93	04/30/98
		53470027	ACFX	40789	H	1986	05/01/93	04/30/98
		53470027	ACFX	40797	H	1986	05/01/93	04/30/98
		53470027	ACFX	40804	H	1986	05/01/93	04/30/98
		53470027	ACFX	40820	H	1986	05/01/93	04/30/98
		53470027	ACFX	40823	H	1986	05/01/93	04/30/98
		53470027	ACFX	40825	H	1986	05/01/93	04/30/98
		53470027	ACFX	40830	H	1986	05/01/93	04/30/98
		53470027	ACFX	40834	H	1986	05/01/93	04/30/98

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